

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

Caption in Compliance with D.N.J. LBR 9004-1(b)

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of Aluminum Shapes, L.L.C.*

In Re:

ALUMINUM SHAPES, L.L.C.,

Debtor.

Chapter 11

Case No. 21-16520 JNP

Judge Jerrold N. Poslusny, Jr.

**THIRD INTERIM AND FINAL APPLICATION OF FOX ROTHSCHILD LLP
AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
OF ALUMINUM SHAPES L.L.C. FOR ALLOWANCE OF COMPENSATION
FOR PROFESSIONAL SERVICES RENDERED AND REIMBURSEMENT
OF EXPENSES INCURRED FOR THE INTERIM PERIOD
APRIL 1, 2022 THROUGH AUGUST 24, 2022 AND THE FINAL PERIOD OF
SEPTEMBER 2, 2021 THROUGH AND INCLUDING AUGUST 24, 2022**

Fox Rothschild LLP (“Fox Rothschild”), as counsel to the Official Committee of Unsecured Creditors of Aluminum Shapes, L.L.C. (the “Committee”), submits this application (the “Application”) pursuant to 11 U.S.C. §§ 330 and 331, Rule 2016 of the Federal Rules of Bankruptcy Procedure, and Local Bankruptcy Rule 2016-3, as its third interim and final fee application for compensation for services rendered and reimbursement of expenses for the interim period of April 1, 2022 through and including August 24, 2022 (the “Interim Fee Period”) and the final period of September 2, 2021 through August 24, 2022 (the “Final Fee Period”). By this Application, pursuant to the Compensation Procedures Order (defined below), Fox Rothschild

seeks (i) interim approval and allowance of the fees and expenses requested in the most recently and previously filed four monthly fee statements (Monthly Fee Statements, as defined below)¹ for the Interim Fee Period covering April 1, 2022 through August 24, 2022, (ii) final approval of all monthly fee statements and interim fee applications (collectively, the “Fee Applications”) for professional legal services rendered in the amount of \$1,610,168.40², together with reimbursement for actual and necessary expenses incurred in the amount of \$13,677.43 for the Final Fee Period, September 2, 2021 through and including August 24, 2022, and (iii) authorization for the Liquidating Trustee (“Liquidating Trustee”) to pay the full amounts requested in the Fee Applications, including the 20% holdback of fees as provided for in the Compensation Procedures Order (as defined below), together with any other amounts due but which remain unpaid. In support of the Application, Fox Rothschild respectfully represents as follows:

JURISDICTION, VENUE, AND STATUTORY BASIS

1. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. Consideration of this Application is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief sought herein are sections 328, 330, and 331 of the Bankruptcy Code, Rule 2016 of the Federal Rules of Bankruptcy Procedure and Local Bankruptcy Rules 2016-1 and 2016-3.

¹ Invoices itemizing services rendered for the period of April 1, 2022 through and including August 24, 2022 Eighth Monthly Fee Statement (4/1/2021–4/30/2021), Ninth Monthly Fee Statement (5/1/2022–5/31/2022), Tenth Monthly Fee Statement (6/1/2022–6/30/2022), Eleventh Monthly Fee Statement (7/1/2022–7/31/2022) are attached hereto as **Exhibits B1, B2, B3, and B4**. An invoice itemizing services rendered for the previously unbilled period of August 1, 2022 through and including August 24, 2022 is attached as **Exhibit B5**.

² The total amount of compensation sought includes an additional estimated 15 hours in the amount of \$5,000.00 for services rendered and expenses incurred relating to the preparation and finalization of the Application (the “Additional Payment”). Fox will advise the parties in interest if the actual amount of the Additional Payment at or before the final hearing on this Application and hereby reserves the right to supplement this Application to include any additional fees and expenses incurred during the Final Application Period, or any fees and expenses incurred in preparing, filing, serving and prosecution of this Application or the application of other professionals of the Committee, prior to the hearing on this Application.

2. The statutory predicates for the relief requested herein are sections 330 and 331 of the Bankruptcy Code.

BACKGROUND

3. On August 15, 2021 (the “Petition Date”), the Debtor filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”), commencing the above-captioned chapter 11 case (the “Chapter 11 Case”) in the United States Bankruptcy Court for the District of New Jersey (the “Court”).

4. On August 30, 2021, the United States Trustee for the District of New Jersey (the “U.S. Trustee”) appointed the Official Committee of Unsecured Creditors (the “Committee”) in this Case. The Notice of Appointment of the Official Committee of Unsecured Creditors was docketed on September 1, 2021 [Docket No. 77].

5. On September 24, 2021, Fox Rothschild filed its *Application for Retention of Professional* (the “Retention Application”) [Docket No. 107].

6. On September 29, 2021, Fox Rothschild filed a *Supplemental Certification of Michael J. Viscount, Jr., in Support of the Application for Retention* [Docket No. 118].

7. On October 4, 2021, this Court approved Fox Rothschild’s retention as counsel to the Committee, *effective as of September 2, 2021* [Docket No. 140]. A copy Fox Rothschild’s retention order is attached as **Exhibit A**.

8. On October 18, 2021, Fox Rothschild filed its *Second Supplemental Certification of Michael J. Viscount, Jr., in Support of the Application for Retention* [Docket No. 181]. Subsequently, on February 28, 2022, Fox Rothschild filed its *Third Supplemental Certification of Michael J. Viscount, Jr., in Support of the Application for Retention* [Docket No. 421].

RELIEF REQUESTED

9. On October 15, 2021, the Court entered the *Administrative Fee Order Establishing Procedures for Allowance and Payment of Interim Compensation and Reimbursement of Expenses to Professional Persons* [Docket No. 182] (the “Compensation Procedures Order”).

10. Pursuant to the Compensation Procedures Order, professionals, as directed therein, may file with the Court and serve monthly fee statements on or before the 25th day of each month. If there are no objections to a monthly fee statement, then the professionals are entitled to payment in the amount of eighty percent (80%) of the fees and one hundred percent (100%) of the expenses requested in the monthly fee statement.

11. The Compensation Procedures Order further provides that pursuant to sections 330 and 331 of the Bankruptcy Code professionals may file interim fee applications for allowance of compensation and reimbursement of expenses of the amount sought in the monthly fee statements, including the twenty percent (20%) holdback.

FOX ROTHSCHILD’S APPLICATION FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES

A. Third Interim Fee Application

12. Pursuant to this Third Interim Application³, Fox requests approval of allowance of compensation for actual and necessary professional services rendered during the Interim Fee Period in the amount of \$442,943.50 and for reimbursement of reasonable and necessary out-of-pocket expenses in the amount of \$3,860.81. All fees and expenses for this interim period remain unpaid. A Summary of Timekeepers included in this (Interim) Fee Application is set forth on pages 5 and 6 of the D.N.J. LBR 2016-1 Fee Application Cover Sheet filed herewith.

³ This Interim Fee Application includes fees for services performed and expense incurred during the monthly period of August 1, 2022 through August 24, 2022 that were not previously billed (“Additional Monthly Time”). An invoice itemizing services rendered for the Additional Monthly Time is attached as **Exhibit B5**.

B. Monthly Fee Statements During the Third Interim and Final Fee Period

13. Pursuant to the terms of the Compensation Procedures Order, Fox filed and properly served four (4) monthly fee statements (“Monthly Fee Statements”) during the Third Interim Period. In accordance with the Compensation Procedures Order, and as set forth in Local Rule 2016-1, each monthly fee application included (i) a detailed itemization of the service hours expended by matter and professional and (ii) a summary schedule of hours and fees categorized by project code. Each monthly fee application also included a detailed itemization of the services rendered by each attorney and paraprofessional, calculated by tenths of an hour and categorized in accordance with the appropriate project code. Every effort was made by Fox to categorize daily time entries in accordance with the correct project code. However, in some instances, services overlap between project codes. Thus, some services may appear under more than one code, although in no instance is a specific time entry recorded more than once. Time entries are edited for accuracy, to ensure no unnecessary duplication with lead counsel, to eliminate and correct errors (i.e. time charged to the wrong project code), and for clarity.

14. On May 24, 2022, Fox Rothschild filed and served its eighth monthly fee statement (the “Eighth Monthly Fee Statement”) requesting payment of fees in the amount of \$79,239.50 and reimbursement of expenses in the amount of \$1,163.02 incurred for the period of April 1, 2022 through April 30, 2022. [Docket No. 527]. A true and correct copy of the Eighth Monthly Fee Statement is attached hereto as **Exhibit B1**.

15. No objections were filed to the Eighth Monthly Fee Statement. On June 9, 2022, Fox Rothschild filed a certification of no objection for its Eighth Monthly Fee Statement. [Docket No. 555].

16. On June 21, 2022, Fox Rothschild filed and served its ninth monthly fee statement (the “Ninth Monthly Fee Statement”) requesting payment of fees in the amount of \$104,358.50 and reimbursement of expenses in the amount of \$2,202.32 incurred for the period of May 1, 2022 through May 31, 2022. [Docket No. 569]. A true and correct copy of the Ninth Monthly Fee Statement is attached hereto as **Exhibit B2**.

17. No objections were filed to the Ninth Monthly Fee Statement. On July 7, 2022, Fox Rothschild filed a certification of no objection for its Ninth Monthly Fee Statement. [Docket No. 589].

18. On July 21, 2022, Fox Rothschild filed and served its tenth monthly fee statement (the “Tenth Monthly Fee Statement”) requesting payment of fees in the amount of \$117,592.00 and reimbursement of expenses in the amount of \$189.80 incurred for the period of June 1, 2022 through June 30, 2022. [Docket No. 600]. A true and correct copy of the Tenth Monthly Fee Statement is attached hereto as **Exhibit B3**.

19. No objections were filed to the Tenth Monthly Fee Statement. On August 5, 2022, Fox Rothschild filed a certification of no objection for its Tenth Monthly Fee Statement. [Docket No. 615].

20. On August 22, 2022, Fox Rothschild filed and served its eleventh monthly fee statement (the “Eleventh Monthly Fee Statement”) requesting payment of fees in the amount of \$46,437.50 and reimbursement of expenses in the amount of \$173.27 incurred for the period of July 1, 2022 through July 31, 2022. [Docket No. 632]. Objections to the Eleventh Monthly Fee Statement are due no later than September 5, 2022. A true and correct copy of the Eleventh Monthly Fee Statement is attached hereto as **Exhibit B4**.

21. No objections were filed to the Eleventh Monthly Fee Statement. On September 7, 2022, Fox Rothschild filed a certification of no objection for its Eleventh Monthly Fee Statement. [Docket No. 644].

22. As of the date hereof, Fox Rothschild has received payment for fees in the amount of \$1,514,852.40 and payment for expenses in the amount of \$13,677.43.

23. In accordance with the Compensation Procedures Order, Fox Rothschild seeks interim and final approval of all fees and expenses sought in the Eighth, Ninth, Tenth and Eleventh Monthly Fee Statements (covering the Third Interim Period) and payment in an amount equal to the difference between the amount of the fees and expenses allowed and the actual payments received by Fox Rothschild on account of the Eighth, Ninth, Tenth and Eleventh Monthly Fee Statements.

24. In addition, this Application also seeks interim and final approval of certain Additional Monthly Time *not previously billed*, namely the fees for services rendered and the expenses incurred during the monthly period of August 1, 2022 through and including August 24, 2022, the Plan Effective Date. An invoice detailing the Additional Monthly Time is attached hereto as **Exhibit B5**.

25. Thus, as of the date of this Application, Fox Rothschild seeks: (i) interim approval and allowance of the fees and expenses requested in the Monthly Fee Statements filed during the Interim Fee Period covering April 1, 2022 through August 24, 2022, (ii) final approval of all Fee Applications for professional legal services rendered in the amount of \$1,610,168.40, together with reimbursement for actual and necessary expenses incurred in the amount of \$13,677.43 for the Final Fee Period, September 2, 2021 through and including August 24, 2022, (iii) approval of the Additional Payment of \$5,000.00 for services to be rendered for the period from August 25, 2022

through the Final Hearing Date; and (iv) authorization for the Liquidating Trustee to pay the full amounts requested in the Fee Applications, including the 20% holdback of fees as provided for in the Compensation Procedures Order, together with any other amounts due but which remain unpaid.

26. Fox has given an Additional Voluntary Reduction of \$140,768.40 in this Final Fee Application, reducing its professional fees to a blended rate of \$600 per hour.

JURISDICTION, VENUE, AND STATUTORY BASIS

27. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. Consideration of this Application is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief sought herein are sections 328, 330, and 331 of the Bankruptcy Code, Rule 2016 of the Federal Rules of Bankruptcy Procedure and Local Bankruptcy Rules 2016-1 and 2016-3.

SUMMARY OF SERVICES RENDERED AND EXPENSES INCURRED DURING THE THIRD INTERIM AND FINAL FEE PERIOD

28. The compensation requested in this Application is reasonable based on the nature and extent of the services rendered, the size and complexity of this Chapter 11 Case, the time, labor required and other related factors.

29. As described in further detail below, during the Third Interim and Final Fee Period, the professional services performed by Fox Rothschild were necessary and appropriate to assist the Debtor in this Chapter 11 Case and were performed in an expeditious and efficient manner. As such, Fox Rothschild submits that the compensation sought herein is reasonable within the meaning of sections 330 and 331 of the Bankruptcy Code.

30. As set forth in the Application cover sheet submitted herewith, Fox Rothschild rendered a total of 642.2 hours of professional services during the Interim Fee Period, for which it

seeks compensation of \$442,943.50. A summary of the services rendered by Fox Rothschild during this Interim Fee Period is set forth on the accompanying Cover Sheet. This summary is intended to only highlight the categories of services to which Fox Rothschild devoted substantial time and attention on behalf of the Committee.

31. In addition to the foregoing, Fox Rothschild incurred out-of-pocket expenses (related to the services rendered) during the Interim Fee Period in the amount of \$3,860.81 which were “actual, necessary expenses” in connection with rendering the professional services described above pursuant to section 330(a)(1)(B) of the Bankruptcy Code. A detailed list of the expenses Fox Rothschild has incurred in the course of its representation of the Debtor during the Third Interim and Final Fee Period is summarized. Such expenses include, but are not limited to, court filings, court hearings and court solutions appearances, legal research, telephone charges, messenger service, Federal Express charges, document retrieval, outside vendor copies and other professional services. Fox Rothschild has made every effort to minimize the expenses in this matter by utilizing the most cost-efficient methods of communication consistent with the necessary time restraints.

32. As set forth in the Application cover sheet submitted herewith, Fox Rothschild rendered a total of 2449.0 hours of professional services during the Final Fee Period, for which it seeks compensation of \$1,610,168.40, together with an additional \$5,000.00 Additional Payment (estimated 15 hours) for services rendered and expenses incurred relating to the preparation and finalization of this Application, for total compensation in the amount of \$1,615,168.40. A summary of the services rendered by Fox Rothschild during this Final Fee Period is set forth on the accompanying Cover Sheet. This summary is intended to only highlight the categories of

services to which Fox Rothschild devoted substantial time and attention on behalf of the Committee.

33. In addition to the foregoing, Fox Rothschild incurred out-of-pocket expenses (related to the services rendered) during the Final Fee Period in the amount of \$13,677.43 which were “actual, necessary expenses” in connection with rendering the professional services described above pursuant to section 330(a)(1)(B) of the Bankruptcy Code. A detailed list of the expenses Fox Rothschild has incurred in the course of its representation of the Committee during the Third Interim and Final Fee Period is summarized. Such expenses include, but are not limited to, court filings, court hearings and court solutions appearances, legal research, telephone charges, messenger service, Federal Express charges, document retrieval, outside vendor copies and other professional services. Fox Rothschild has made every effort to minimize the expenses in this matter by utilizing the most cost-efficient methods of communication consistent with the necessary time restraints

CERTIFICATION OF COUNSEL

34. A Certification of Counsel is attached hereto as **Exhibit D**.

COMPLIANCE WITH GUIDELINES

35. Fox Rothschild believes that this Application substantially complies with the local rules of this Court and the United States Trustee’s guidelines for fee applications. To the extent there has not been material compliance with any particular rule or guideline, Fox Rothschild respectfully requests a waiver or an opportunity to cure.

CONCLUSION

WHEREFORE, for all of the foregoing reasons, pursuant to sections 328, 330, and 331 of the Bankruptcy Code, Fox Rothschild respectfully requests that this Court enter an Order (i)

approving this Third Interim Application in the sum of \$442,943.50 as compensation for reasonable and necessary professional services rendered to the Committee and in the sum of \$3,860.81 for reimbursement of actual and necessary costs and expenses incurred, for a total of \$446,804.31, for the Interim Fee Period of April 1, 2022 through and including August 24, 2022, (ii) granting on a final basis all of Fox's monthly fee statements and interim fee applications, in the total amount of \$1,610,168.40 in compensation and \$13,677.43 in expense reimbursement for the period of September 2, 2021 through August 24, 2022; (iii) approving an allowance of \$5,000.00 in compensation for services rendered for the period from August 25, 2022 through the Final Hearing Date; and (iv) authorizing and directing the Liquidating Trustee to pay Fox the outstanding amount of such sums⁴, and (iv) for such other relief as the Court deems proper and just.

Dated: September 20, 2022

Fox Rothschild LLP

/s/ Martha B. Chovanes

Martha B. Chovanes

⁴ After application of the Additional Voluntary Reduction, the balance due to Fox Rothschild LLP is \$29,205.50 [Fees of \$29,073.10 and Costs of \$132.40]. Please refer to page 8 and page 12 of the Coversheet or additional explanation.